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June 12, 2018

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Dear Ms. Dortch:

Attached please find the Joint Application of CETP III Expereo S.à.r.l. and Brumbear, B.V. as the Transferors and Experlink B.V. as Transferee (collectively the Applicants) for approval to transfer of control of Expereo Acquisition Holdings B.V., which wholly owns Expereo USA, Inc., a non-dominant carrier authorized by the Commission to provide domestic and international telecommunications services. The Applicants request streamlined processing pursuant to Section 63.03 of the Commission's rules. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 and international section 214 application. Applicants are filing with both the Wireline Competition Bureau through ECFS and with the International Bureau through the MyIBFS Filing System.

Very truly yours,

**DLA Piper LLP (US)**

s/ Sydney M. White

Sydney M. White  
Of Counsel

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of Expereo USA, Inc.,	)	
	)	
Joint Application of	)	
CETP III Expereo S.à.r.l.,	)	
Brumbear B.V.,	)	
Transferors	)	WC Docket No. _____
	)	IBFS File No. _____
and	)	
	)	
Experlink B.V.,	)	
Transferee	)	
	)	
Application for Consent to Transfer	)	
International and Domestic Authority	)	
Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended	)	

**JOINT APPLICATION FOR CONSENT TO TRANSFER INTERNATIONAL AND  
DOMESTIC AUTHORITY PURSUANT TO SECTION 214 OF THE  
COMMUNICATIONS ACT OF 1934 – STREAMLINED PROCESSING REQUESTED**

CETP III Expereo S.à.r.l. (“CETP” or “Transferor”) and Brumbear, B.V. (“Brumbear” or “Transferor”) (collectively, the “Transferors”) and Experlink B.V. (“Experlink” or “Transferee”) (collectively, the “Applicants”), by undersigned counsel, pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),<sup>1</sup> and Sections 63.04 and 63.24 of the Federal Communications Commission’s (“Commission”) rules,<sup>2</sup> hereby request Commission approval to transfer control of Expereo Acquisition Holdings B.V. (“Expereo Acquisition”), which wholly owns Expereo USA, Inc. (“Expereo USA”), a non-dominant carrier authorized by the Commission to provide domestic and international telecommunications services. Pursuant to Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application (“Application”) for the transfer of control of Expereo Acquisition.

**I. Information Required by Section 63.18 of the FCC’s Rules for Filing an  
International Section 214 Transfer of Control Application**

**Answer to Question 10 - Section 63.18(c)-(d):**

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.03, 63.04, 63.24

## ***Transferor Information***

### Contact Information:

CETP III Expereo S.à.r.l.  
Attn: David Garcelan  
2 Avenue Charles de Gaulle, 4th Floor  
L-1653 Luxembourg, The Netherlands  
Tel: +352 26862199  
david.garcelan@carlyle.com

Brumbear B.V.  
Attn: Jan van Berne  
Brumbear B.V.  
Vinkenkaade 1  
3645AN Vinkeveen  
The Netherlands  
jan.vanberne@gmail.com

with copy to:

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John Beahn  
DLA Piper LLP (US)  
500 8th Street, NW  
Washington, DC 20004  
Tel: 202-799-4232  
Fax: 202-799-5232  
john.beahn@dlapiper.com

## ***Authorization Holder Information***

### Contact Information:

Expereo USA, Inc.  
Attn: Christopher Canter  
11800 Sunrise Valley Drive, Suite 125  
Reston, Virginia 20191  
Tel: 571- 449-8490 ext. 304

[chris.canter@expereo.com](mailto:chris.canter@expereo.com)

International Section 214 Authority:

Neither Transferor holds international Section 214 authorizations. Expereo USA holds the international Section 214 authorization that is the subject of this Application, File No. ITC-214-20100729-00309 (global facilities-based or global resale service).

***Transferee Information***

Contact Information:

Experlink B.V.  
Attn: Thomas de Villeneuve  
1, rue Paul Cézanne  
75008 – Paris  
France  
Tel: +33 1 53 65 01 00  
thomas.de-villeneuve@apax.fr

with copy to:

John O'Loughlin  
Weil, Gotshal & Manges LLP  
2001 M Street, NW Suite 600  
Washington, DC 20036  
Tel: 202-682-7050  
john.oloughlin@weil.com

International Section 214 Authority:

Experlink does not hold domestic or international Section 214 authorizations. Experlink is ultimately controlled by Apax Partners SAS (“Apax Partners”). Through various affiliates, Apax Partners indirectly controls and holds ownership interests of greater than 25 percent in Marlink, Inc., which holds international Section 214 authority, File No. ITC-214-20010529-00341 (international facilities based and global resale).

**Answer to Question 11 – Section 63.18(h):**

***Transferor Information***

The following entities/individuals own or control a 10% or greater direct or indirect interest in Expereo USA:

Name: Expereo International B.V.  
Address: Adam Smith Building, 3rd floor

Thomas R. Malthusstraat 1-3  
1066 JR Amsterdam  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Holding Company  
Relationship: Owner of 100% of Expereo USA, Inc.

Name: Expereo Holding B.V.  
Address: Adam Smith Building, 3rd floor  
Thomas R. Malthusstraat 1-3  
1066 JR Amsterdam  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Holding Company  
Relationship: Owner of 100% of Expereo International B.V.

Name: Expereo Acquisition Holdings, B.V.  
Address: Adam Smith Building, 3rd floor  
Thomas R. Malthusstraat 1-3  
1066 JR Amsterdam  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Holding Company  
Relationship: Owner of 100% of Expereo Holding B.V.

Name: Brumbear B.V.  
Address: Vinkenkaade 1  
3645 AN Vinkeveen  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Holding Company  
Relationship: Owner of 33.1% of Expereo Acquisition Holdings B.V.

Name: Apple Barn B.V.  
Address: Van Galenlaan 40  
3941 VD Doorn  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Personal Holding Company (investment)  
Relationship: Owner of 31.9% of Brumbear B.V.

Name: Alphonsus Maria Mulders

Address: Oud Over 16  
3632 VD Loenen aan de Vecht  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Telecommunications Services Management  
Relationship: Owner of 100% of Apple Barn B.V.

Name: Rinjani B.V.  
Address: Van Galenlaan 40  
3941 VD Doorn  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Personal Holding Company (investment)  
Relationship: Owner of 31.9% Brumbear B.V.

Name: Walter Johannes Antonius Brunink  
Address: Wagnerlaan 31  
3723 JT Bilthoven  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Telecommunications Services Management  
Relationship: Owner of 100% of Rinjani B.V.

Name: CETP III Expereo S.à.r.l.  
Address: 2 Avenue Charles de Gaulle, L-1653  
Luxembourg  
Citizenship: Luxembourg  
Principal Business: Investment  
Relationship: Owner of 66.9% of Expereo Acquisition Holdings B.V.

Name: CETP III Participations S.à.r.l.  
Address: 2 Avenue Charles de Gaulle, L-1653  
Luxembourg  
Citizenship: Luxembourg  
Principal Business: Investment  
Relationship: Owner of 100% of CETP Expereo S.à.r.l.

Name: Carlyle Europe Technology Partners III, L.P.  
Address: C/O The Carlyle Group  
1001 Pennsylvania Avenue, Suite 220S  
Washington, DC 20004  
Citizenship: England

Principal Business: Investment

Relationship: Owner of 100% of CETP III Participations S.à.r.l.

CETP is owned by CETP III Participations S.à.r.l. CETP III Participations S.à.r.l. is owned by Carlyle Europe Technology Partners III, L.P. (“CETP III”), which in turn is sponsored by The Carlyle Group L.P. (NASDAQ: CG), a U.S. public company, and a series of related (Luxembourg, U.K., and U.S.) intermediate and other entities (collectively, the “Carlyle Parties”), by which the Carlyle Parties own CETP.<sup>3</sup> The Carlyle Group L.P. is controlled by its general partner, Carlyle Group Management, L.L.C., which in turn is ultimately controlled by U.S. citizens who are partners and equity owners of The Carlyle Group. The partnership agreement for CETP III provides that its general partner (a Carlyle entity indirectly controlled by The Carlyle Group L.P. and Carlyle Group Management, L.L.C., as described above) is solely responsible for the management and administration of CETP III’s affairs and makes all the decisions on behalf of the fund with respect to the fund’s investment activities.

To the best of the Applicants’ knowledge, no other person or entity holds a 10% or greater interest in Expereo USA.

### ***Transferee Information***

The following entities/individuals will own or control 10% or greater direct or indirect interest in Expereo USA following consummation:

Name: Expereo International B.V.

Address: Adam Smith Building, 3rd floor

Thomas R. Malthusstraat 1-3

1066 JR Amsterdam

The Netherlands

Citizenship: The Netherlands

Principal Business: Telecommunications Provider

Relationship: Owner of 100% of Expereo USA, Inc.

Name: Expereo Holding B.V.

Address: Adam Smith Building, 3rd floor

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<sup>3</sup> When CEPT filed supplemental information to the 2014 transfer of control application on the post-consummation ownership of Expereo USA and CETP, counsel to CETP noted that one limited partner in the fund held an indirect limited partnership interest greater than 10 percent (*See* Re Transfer of Control of Expereo USA Inc. to CETP III Expereo S.a.r.l., IBFS File No. ITC-T/C-20140812-00240, WC Docket No. 14-134). Subsequent to that filing, other investors made commitments to CETP. As a result, the limited partners who had made commitments to CETP at the time of the supplemental filing were diluted. As a result, no individual limited partner holds an ownership interest in CETP or Expereo in excess of 10 percent.

Thomas R. Malthusstraat 1-3  
1066 JR Amsterdam  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Holding Company  
Relationship: Owner of 100% of Expereo International B.V.

Name: Expereo Acquisition Holdings, B.V.  
Address: Adam Smith Building, 3rd floor  
Thomas R. Malthusstraat 1-3  
1066 JR Amsterdam  
The Netherlands  
Citizenship: The Netherlands  
Principal Business: Holding Company  
Relationship: Owner of 100% of Expereo Holding B.V.

Name: Experlink B.V.  
Address: 1, rue Paul Cezanne  
75008 Paris  
France  
Citizenship: The Netherlands  
Principal Business: Holding Company  
Relationship: Owner of 100% of Expereo Acquisition Holdings B.V.

Name: Topco  
Address: to be located in the Netherlands following incorporation  
Citizenship: The Netherlands  
Principal Business: Holding Company  
Relationship: Owner of 100% of Experlink B.V.

Name: Apax France IX SPV  
Address: 1, rue Paul Cezanne  
75008 Paris  
France  
Citizenship: France  
Principal Business: Holding Company  
Relationship: Owner of 60% of Topco and therefore an indirect 60% stake in Expereo USA

Name: Apax Co-Invest  
Address: 1, rue Paul Cezanne  
75008 Paris  
France



Citizenship: France

Principal Business: Investment fund managed by Apax Partners (to be formed before consummation of the proposed transaction)

Relationship: Owner of up to 38.5% of Topco and therefore an indirect 38.5% stake in Expereo USA

Apax Co-Invest will be managed by Apax Partners, which will exercise the voting rights in Topco for Apax Co-Invest

Name: FPCI Apax France IX-A (France)

Address: 1, rue Paul Cezanne

75008 Paris

France

Citizenship: France

Principal Business: Investment fund managed by Apax Partners

Relationship: Owner of 63.89% of Apax France IX SPV and therefore an indirect 38.3% stake in Expereo USA

FPCI Apax France IX-A is managed by Apax Partners, which will exercise the voting rights in Topco for FPCI Apax France IX-A

Name: FPCI Apax France IX-B (France)

Address: 1, rue Paul Cezanne

75008 Paris

France

Citizenship: France

Principal Business: Investment fund managed by Apax Partners

Relationship: Owner of 30% of Apax France IX SPV and therefore an indirect 18% stake in Expereo USA

FPCI Apax France IX-B is managed by Apax Partners, which will exercise the voting rights in Topco for FPCI Apax France IX-B

Name: Altamir S.C.A.

Address: 1, rue Paul Cezanne

75008 Paris

France

Citizenship: France

Principal Business: Investment Vehicle listed on Euronext Paris

Relationship: Holds a 99% stake in FPCI Apax France IX-B and therefore an indirect 17.8% stake in Expereo USA.

Altamir S.C.A. is controlled by Mr. Maurice Tchenio, a French national, who owns a 29.39% interest in Altamir S.C.A.

Name: Alcentra Limited

Address: 160 Queen Victoria Street  
London, EC4V 4LA  
United Kingdom  
Citizenship: England  
Principal Business: Finance provider  
Relationship: May hold a 26% stake in Apax Co-Invest and therefore an indirect 10% stake in Expereo USA.

To the best of Applicants' knowledge and except as indicated in the answer to Question 13 below, no other person or entity will hold a 10% or greater direct or indirect interest in Expereo USA, Inc. following consummation of the proposed transaction.

### **Answer to Question 12**

Expereo USA has the following interlocking directorates:

- Irwin Fouwels, who is Chief Executive Officer of Expereo USA, is also an officer and/or director of Expereo International B.V., Expereo Middle East FZ LLC, Expereo Singapore PTE. LTD, Expereo Maroc S.a.r.l., and Expereo de Mexico S. de R.L. de C.V.
- Remy Adriaan Lammerstma, who is President of Expereo , is also an officer and/or director of Expereo International B.V., Expereo Middle East FZ LLC, Expereo Singapore PTE. LTD, Expereo Maroc S.a.r.l., and Expereo de Mexico S. de R.L. de C.V.

Experlink does not have any interlocking directorates with any foreign carriers.

### **Answer to Question 13 – Narrative of Transaction**

Experlink, a wholly-owned subsidiary of Apax France IX SPV ("Apax SPV"), which is itself wholly owned by FPCI Apax France IX-A, FPCI Apax France IX-B and Apax France IX-L SCSp (the "Apax Funds") entered into an agreement (the "Agreement") with CETP III and Brumbear to acquire all of the stock of Expereo Acquisition, together with its subsidiaries, (the "Group") and thereby acquire indirect control of Expereo USA (the "Proposed Transaction"). Following closing, Experlink will hold 100% of the share capital and voting rights of Expereo Acquisition. The Apax Funds are managed by Apax Partners, a French management company registered with the French *Autorité des Marchés Financiers* under number GP-08000057.

While Experlink is currently 100% owned by Apax SPV, it is contemplated that before or at closing of the Proposed Transaction:

- (i) Apax SPV will incorporate a limited liability company organized under the laws of the Netherlands ("Topco") and transfer to Topco 100% of the share capital and voting rights it currently holds in Experlink;

- (ii) Alcentra Limited will invest in Topco alongside the Apax Funds through a dedicated co-investment fund managed by Apax Partners (the “Alcentra Co-Invest Fund”) an amount that will represent approximately 10% of the equity issued by Topco in aggregate (comprised of ordinary shares and fixed returned instruments) and 9.5% of the share capital and voting rights of Topco in aggregate. Apax Partners will, in its capacity as management company of the Alcentra Co-Invest Fund, exercise the voting rights of the Alcentra Co-Invest Fund in Topco (Alcentra Limited will not have any direct or indirect voting rights in Topco);
- (iii) Certain limited partners of the Apax Funds (the “Other Co-Investors” and together with Alcentra Limited, the “Co-Investors”) may, on top of their indirect investment through the Apax Funds, invest in Topco through one or several dedicated co-investment funds managed by Apax Partners (the “Other Co-Invest Funds” and together with the Alcentra Co-Invest Fund, the “Co-Invest Funds”) alongside the Apax Funds. The Other Co-Invest Funds should invest an amount that will represent approximately up to 28.5% of the equity issued by Topco in aggregate and up to 26.9% of the share capital and voting rights of Topco in aggregate. Apax Partners will, in its capacity as management company of the Other Co-Invest Funds, exercise the voting rights of the Other Co-Invest Funds in Topco, (the Other Co-Investors will not have any direct or indirect voting rights in Topco);
- (iv) Certain members of the investment team of Apax Partners may invest in Topco through MidInvest, a French company managed by Apax Partners, an amount that will represent approximately 0.1% of the equity issued by Topco in aggregate and 0.05% of the share capital and voting rights of Topco in aggregate. Apax Partners will, in its capacity as general manager of MidInvest, exercise the voting rights of MidInvest in Topco; and
- (v) certain managers of the Group will invest in Topco alongside the Apax Funds in an amount of approximately 2.9 million euros that will represent approximately 1.4% of the equity issued by Topco in aggregate and 6.8% of the share capital and voting rights of Topco in aggregate. The managers’ investment in Topco will be made through a dedicated foundation (the “Foundation”) which will in turn invest in a dedicated vehicle (“Manco”) that will invest as a last step in Topco.

Altamir S.C.A., a French company listed on Euronext under number FR0000053837, holds a 99% stake in FPCI Apax France IX-B. Altamir S.C.A. is controlled by Mr. Maurice Tchenio, a French national, who owns a 29.39% interest in Altamir S.C.A. Following consummation, Altamir will hold an indirect 17.8% stake in Expereo USA.

To the best of the applicant's knowledge, no other person or entity will hold a 10% or greater interest in Expereo USA.<sup>4</sup>

Following consummation, the Apax Funds will have full control over the Group, subject only to certain key decisions for which management will have a veto right. These key decisions are standard minority protection rights and relate to, for example, any amendment of the articles of associations of Topco or the exclusion or limitation of preemption rights of the managers in respect of a share issue.

Following consummation, Expereo USA's current management will continue to be responsible for the day-to-day operations of the business.

**Answer to Question 14 – Section 63.18(i):**

After consummation, Expereo will be affiliated with the following foreign carrier ("Foreign Carrier Affiliates"):

- Expereo Argentina S.A., which operates in Argentina
- Expereo de Mexico S. de R.L. de C.V., which operates in Mexico
- Expereo Do Brasil Servicos De Telecomunicacoes Ltd., which operates in Brazil
- Expereo Maroc S.a.r.l., which operates in Morocco
- Expereo Middle East FZ-LLC, which operates in the United Arab Emirates
- Expereo Singapore Pte. Ltd., which operates in Singapore
- Melita Limited, which operates in Malta
- Nowo Communications S.A., which operates in Portugal
- Onitelecom – Infocomunicações S.A., which operates in Portugal

As explained below, none of these entities possess market power in any destination market or along any U.S.-foreign route in any relevant service.

These foreign carriers do not operate any business in the United States.

**Answer to Question 15 - Section 63.18(j):**

Pursuant to Section 63.18(j) of the Commission's rules, 47 C.F.R. § 63.18(j), Expereo USA certifies that, post-consummation, it does not seek to provide international telecommunications services in Portugal or Malta where Apax Partners owns more than 25 percent of a foreign carrier in that country. These carriers and the countries where they provide service are identified above in the answer to Question 14.

**Answer to Question 16 - Section 63.10:**

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<sup>4</sup> Please note that certain limited partners of the Apax Funds, in addition to their investment via the Apax Funds, may co-invest in the Other Co-Invest Funds prior to the Closing in such amounts as will bring their aggregate indirect interest in Expereo USA above the 10% disclosure threshold. In the event that occurs, the Applicants will supplement this Application with additional information about those investors.

Pursuant to Section 63.10 of the Commission's rules, 47 C.F.R. § 63.10, Expereo USA qualifies for non-dominant classification on all routes between the United States and the countries listed in response to Question 14 above.

With the exceptions of Melita Limited, Nowo Communications S.A., Onitelecom – Infocomunicações S.A., the Commission has previously reviewed the above-identified Expereo Foreign Carrier Affiliates and none are a monopoly provider of communications services, and each lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route.<sup>5</sup>

Melita Limited, Nowo Communications S.A., Onitelecom – Infocomunicações S.A., lack a 50 percent-or-greater share in either of the fixed local access or international transport markets in Malta or Portugal and do not appear on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.<sup>6</sup>

## **II. Information Required By Section 63.04 of the FCC Rules for Filing a Domestic Transfer of Control Application**

In support of this Application, the Applicants respectfully submit the following information pursuant to Section 63.04(b) and 63.04(a)(6) through 63.04(a)(12) of the Commission's Rules:

### **A. Description of the Transaction, 47 C.F.R. § 63.04(a)(6).**

See Section I, Question 13.

### **B. Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area, 47 C.F.R. § 63.04(a)(7).**

#### ***Transferor Information***

Expereo USA is a corporation organized under the laws of the State of Delaware. Expereo USA is a wholly owned subsidiary of Expereo Acquisition, which is jointly owned by CEPT and Brumbear. Expereo USA is an aggregator of "last mile" connectivity services. Specifically, Expereo USA provides broadband Internet, Ethernet, Virtual Private Networks (management) services, equipment installation and on-site professional services to international carriers, cloud providers and integrators in the United States.

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<sup>5</sup> Applications of Expereo Holding B.V. and CETP III Expereo S.a.r.l. for the Consent to Transfer Control of Authorizations, IBFS File No. ITC-T/C-20140812-00240, *Public Notice*, Report No. TEL-01716, DA No. 15-225 (Feb. 19, 2015).

<sup>6</sup> See *International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Market*, Public Notice, 22 FCC Rcd. 945 (Int'l Bur. 2007).

Expereo USA holds blanket domestic Section 214 authority and holds international Section 214 authority granted under File No. ITC-214-20100729-00309 on December 30, 2010. Expereo USA's headquarters is located at 11800 Sunrise Valley Drive, Suite 125, Reston, Virginia 20191.

CETP is a private company with limited liability (*société à responsabilité limitée*) incorporated under the laws of Luxembourg with its corporate seat in Luxembourg and with its registered office at 2, Avenue Charles de Gaulle, L-1653, Luxembourg and registered with the Registre de commerce et des sociétés with number B.184620. CETP does not hold international Section 214 authorization.

Brumbear a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of the Netherlands with its corporate seat in Amsterdam, the Netherlands, its registered office at Vinkenkaade 1, 3645 AN Vinkeveen, the Netherlands and registered with the trade register of the Dutch Chamber of Commerce with number 61107050.

Neither CETP nor Brumbear provide telecommunications services or hold domestic or international Section 214 authorization.

### ***Transferee***

Experlink B.V. is a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, its registered office at 1, Rue Paul Cézanne, 75008 Paris, France and registered with the trade register of the Dutch Chamber of Commerce with number 71710418.

Experlink does not hold domestic or international Section 214 Authorization.

### **C. Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment, 47 C.F.R. § 63.04 (a)(8).**

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.12. This application is eligible for streamlined treatment under Section 63.03(b)(2)(i) because (1) both before and after completion of the Proposed Transaction, Transferee and its Affiliates (as that term is defined in Section 3(1) of the Act, 47 U.S.C. §153(1)) ("Affiliates") will have a market share in the interstate, interexchange market of substantially less than 10%; (2) Transferee will acquire indirect control of Expereo USA's facilities and operations that provide competitive telephone exchange and exchange access services exclusively in geographic areas served by dominant local exchange carriers that are not parties to the transaction; and (3) none of the Applicants or their affiliates is dominant with respect to any service.

This Application is also eligible for streamlined treatment pursuant to Section 63.12 because, although the Applicants may be affiliated with one or more foreign carriers as described in the response to Question 14: (1) the Applicants qualify for a presumption of non-dominance under Section 63.10(a)(3) (for the reasons set forth in Section I. Question 16); (2) the Applicants are not affiliated with any dominant U.S. carriers whose international switched or private line services the Applicants seek authority to resell; and (3) the Applicants do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

**D. Identification of all other Commission applications related to the same transaction, 47 C.F.R. § 63.04 (a)(9).**

This is the sole application related to the Proposed Transaction.

**E. Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure, 47 C.F.R. § 63.04 (a)(10).**

The Applicants are not requesting special consideration based on any imminent business failure. However, under the purchase agreement the Applicants are subject to an imminent deadline for the Commission's approval of the transaction or a request for temporary authorization. If the Applicants are unable to satisfy either of these conditions by the deadline, either of the Applicants may terminate the Proposed Transaction. This could create uncertainty surrounding Expereo USA's funding and long-term operation.

**F. Identification of any separately filed waiver requests being sought in conjunction with the transaction, 47 C.F.R. § 63.04 (a)(11).**

No separately filed waiver requests are being sought in conjunction with the transaction.

**G. Statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets, 47 C.F.R. § 63.04 (a)(12).**

The Commission may approve a transfer of control if, after weighing "the potential public interest harms ... against the public interest benefits," it concludes that, "on balance," doing so would serve the public interest, convenience, and necessity.<sup>7</sup> Accordingly, where the potential harms from a proposed transaction are great, the potential benefits must be great;

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<sup>7</sup> See, e.g., *Comcast Corp., AT&T Corp., and AT&T Comcast Corp.*, Memorandum Opinion and Order, 17 FCC Rcd 23246, 23255 (¶ 26) (2002); *Applications for Consent to The Transfer of Control of Licenses and Sect. 214 Authorizations by Time Warner Inc. and America Online, Inc., Transferors, AOL Time Warner Inc., Transferee*, Memorandum Opinion and Order, 16 FCC Rcd 6547, 6554 (¶ 19) (2001); *Applications for Consent to The Transfer of Control of Licenses and Sect. 214 Authorizations from MediaOne Group, Inc. and AT&T Corp.*, Memorandum Opinion and Order, 15 FCC Rcd 9816, 9820 (¶ 8) (2000).

conversely, where the potential harms (if any) are minimal, the potential benefits need only be of a similar scale.

Applicants submit that the Proposed Transaction has clear public interest benefits as it will foster competition among telecommunications carriers by providing Expereo USA with the opportunity to strengthen its competitive and financial position. The Proposed Transaction will also provide Expereo USA with the ability to draw on the experience, perspectives and resources of Experlink and Apax Partners to further accelerate the growth of the business.

The Proposed Transaction also raises no potential harms as Expereo USA represents a small part of the global Expereo International business, which operates largely outside of the United States in a highly competitive global marketplace. Expereo USA's domestic operations are very limited, with only one office and 27 employees. The company also does not own any network facilities in the United States as it resells the services of other carriers. Because of that, it has never been subject to a lawful process request.

The Proposed Transaction will be transparent to customers and will not result in the discontinuance, reduction, loss or impairment of service to customers. The company will continue to provide service to customers at the same rates, terms and conditions as before. Following the Proposed Transaction, Expereo USA's current management will also continue to be responsible for the day-to-day operations of the business.

Finally, the Commission previously reviewed a relatively similar transaction involving Expereo USA in 2014 when it approved Carlyle's and Brumbear's current ownership of the company. In that case, the Commission granted streamlined review of the transaction and the parties' request for special temporary authority to close quickly due to certain financing commitments.<sup>8</sup> The parties respectfully submit that the Commission should afford the instant transaction similar treatment as it presents no materially different issues. Indeed, the current transferees are highly reputable business owners previously approved by the Commission to own telecommunications assets.<sup>9</sup> They are also committed to the further growth of the operations of Expereo International BV, which are principally in Europe.

Thus, while the Proposed Transaction may change the identity of the ultimate ownership group of Expereo USA, the benign nature of its operations, competitive position, senior management team, and overall ownership profile will not change.

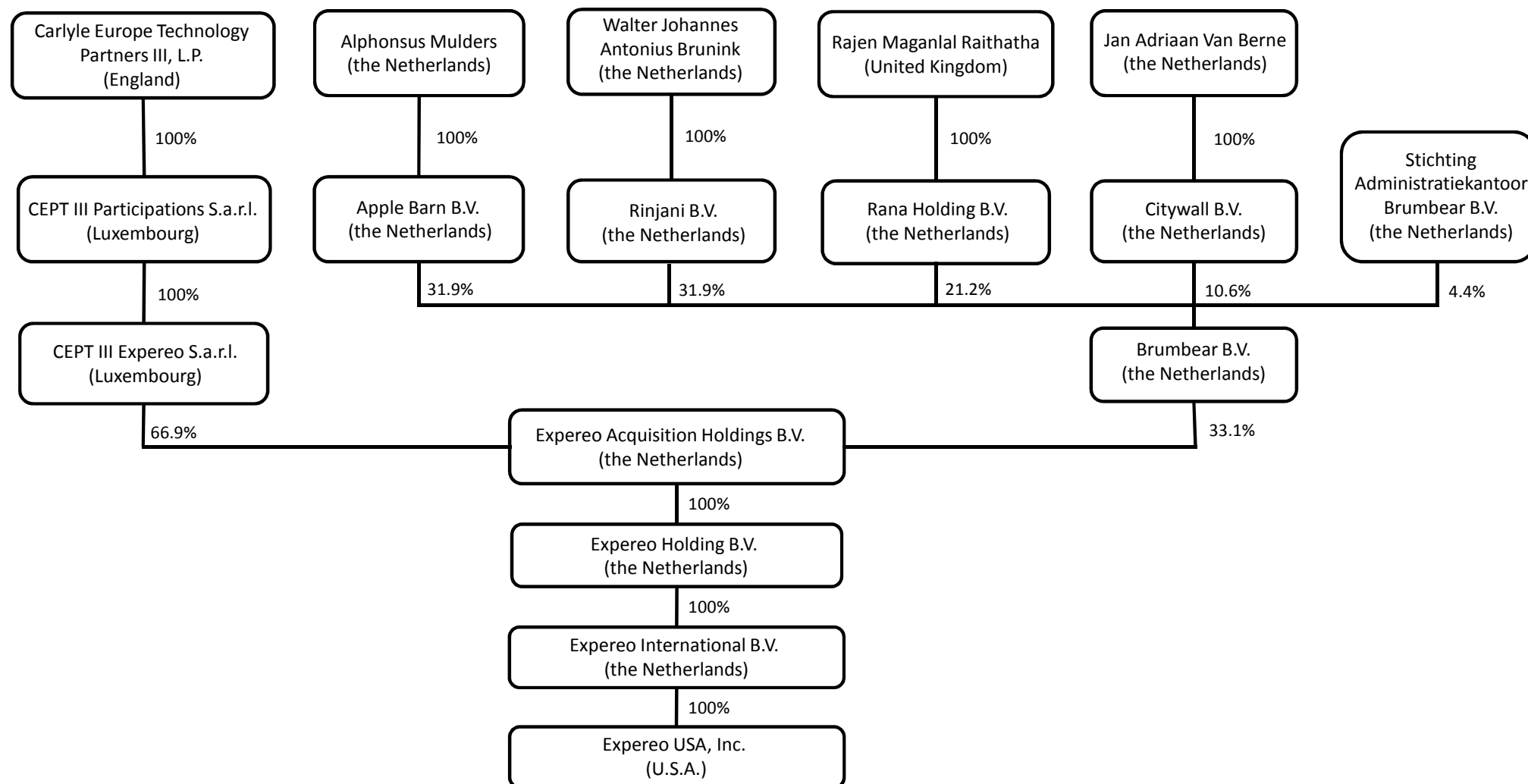
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<sup>8</sup> The transaction was taken off of streamlined processing following a request by the executive branch agencies to defer action.

<sup>9</sup> Applications of Airbus DS Holdings SAS and Toruk AS for the Consent to Transfer Control of Authorizations, IBFS File No. ITC-T/C-20160119-00044, *Public Notice*, Report No. TEL-01794, DA No. 16-585 (May 26, 2016).



## Expereo USA, Inc. Ownership Chart, Prior to Consummation



# Expereo USA, Inc. Post-Consummation Ownership

Attachment 1

